

CERTIFICATE AND AUTHORIZATION REGARDING
NOTICE TO BONDHOLDERS

We hereby certify that:

1. We are the duly qualified and acting Mayor and City Clerk of the City of Menasha, Calumet and Winnebago Counties, Wisconsin (the "City") and the duly qualified and acting Vice President of the Menasha Utilities Commission of the City.
2. We have carefully read and reviewed the attached Notice to Bondholders (the "Notice") to be filed with respect to certain outstanding obligations of the City and each of us has initialed each page to evidence our careful review of the Notice.
3. The information presented in the Notice is true and correct in all material respects.

We hereby authorize:

1. The City's financial advisor, Wisconsin Public Finance Professionals, LLC ("WFPF") to file the Notice with the Municipal Securities Rulemaking Board ("MSRB") by transmitting the Notice to the MSRB through the MSRB's Electronic Municipal Market Access (EMMA) system.
2. WFPF and Hunton & Williams LLP to rely on this Certificate and Authorization in preparation and filing of the Notice.

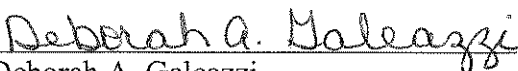
IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 7th day of July, 2009.

CITY OF MENASHA, WISCONSIN

(SEAL)



Donald Merkes
Mayor



Deborah A. Galeazzi
City Clerk



Mark Allwardt
President, Menasha Utilities Commission

NOTICE TO BONDHOLDERS

The City of Menasha, Wisconsin (the "City") is providing this notice to the holders of the obligations described in Exhibit A attached hereto (the "Holders"), issued to finance construction and equipping of the City's Steam Utility (the "Steam Utility").

Conference Call for Holders

The City has made arrangements to hold a conference call for Holders on July 10, 2009, at 1:00 p.m., Central Time. Please contact Thomas R. Stoffel, Finance Director for the City (contact information below), to receive registration information for the conference call.

List of Holders

The City has compiled a list of contact information for those Holders of whom it is aware. Any Holder who would like to receive a copy of such list should contact Thomas R. Stoffel, Finance Director for the City (contact information below).

Contact and Disclaimers

Holders with questions about this Notice should direct them in writing via mail, electronic or facsimile transmission to:

Mr. Thomas R. Stoffel
Finance Director
City of Menasha
140 Main Street
Menasha, WI 54952-3190
Fax: (920) 967-5271
Email: tstoffel@ci.menasha.wi.us

Please be advised that the City may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of information to all Holders. Holders should not rely on the City as their sole source of information. The City makes no recommendations and gives no investment advice herein or as to the City's obligations generally.

Reviewed by:

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EXHIBIT A

City of Menasha, Wisconsin - Steam Utility Purposes

General Obligation Debt

		<u>\$13,930,000 Taxable G.O. Prom. Notes - 8/22/2007</u>		
<u>Year Due</u>	<u>CUSIP</u>	<u>Principal (9/01)</u>	<u>Interest</u>	<u>Total Debt Service</u>
2009			\$ 390,040	\$ 390,040
2010	586464A90	<u>\$13,930,000</u>	<u>780,080</u>	<u>14,710,080</u>
		<u>\$13,930,000</u>	<u>\$1,170,120</u>	<u>\$15,100,120</u>

Debt Issued Under Section 67.12(1)(b) Wisconsin Statutes

		<u>Steam Utility</u>		
		<u>\$2,675,000 Taxable NAN - 12/01/06</u>		
<u>Year Due</u>	<u>CUSIP</u>	<u>Principal (09/01)</u>	<u>Interest</u>	<u>Total Debt Service</u>
2009			\$ 69,550	\$ 69,550
2010			139,100	139,100
2011	586499AC9	<u>\$2,675,000</u>	<u>139,100</u>	<u>2,814,100</u>
		<u>\$2,675,000</u>	<u>\$347,750</u>	<u>\$3,022,750</u>

Revenue Debt

		<u>Revenue Bond Anticipation Notes</u>					
		<u>\$12,660,000</u>		<u>\$11,500,000</u>			
		<u>Taxable Steam Utility Revenue Bond Anticipation Notes - 02/01/05</u>		<u>Taxable Steam Utility Revenue Bond Anticipation Notes - 12/01/06</u>			
<u>Year Due</u>	<u>CUSIP</u>	<u>Principal (09/01)</u>	<u>Interest</u>	<u>CUSIP</u>	<u>Principal (09/01)</u>	<u>Interest</u>	<u>Total Debt Service</u>
2009	586499AA3	<u>\$12,660,000</u>	<u>\$275,355</u>	586499AB1	<u>\$11,500,000</u>	<u>\$327,750</u>	<u>\$24,763,105</u>
		<u>\$12,660,000</u>	<u>\$275,355</u>		<u>\$11,500,000</u>	<u>\$327,750</u>	<u>\$24,763,105</u>